

Objections Due: February 27, 2006 at 4:00 p.m.

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- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(a),
328(a), AND 1107(b) AUTHORIZING EMPLOYMENT AND RETENTION OF
KPMG LLP AS TAX AND TRANSACTION SERVICES ADVISORS
TO DEBTORS, EFFECTIVE NUNC PRO TUNC TO OCTOBER 8, 2005

PLEASE TAKE NOTICE that on February 15, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For Order Under 11 U.S.C. §§ 327(a), 328(a), And 1107(b) Authorizing Employment And Retention Of KPMG LLP ("KPMG") As Tax And Transaction Services Advisors To Debtors, Effective Nunc Pro Tunc To October 8, 2005 (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on March 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on February 27, 2006.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11

U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014
Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And
Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance
With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be
filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)
registered users of the Bankruptcy Court's case filing system must file electronically, and all
other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document
Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be
submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain,
United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725
Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors,
Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,
Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the
Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington
Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent
under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New
York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee
of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York
10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) on behalf of KPMG LLP,
King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Att'n:
Samuel S. Kohn), and (vii) the Office of the United States Trustee for the Southern District
of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia

M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on February 27, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York
February 15, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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